

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re) Chapter 11
)
W. R. GRACE & CO., <i>et al.</i> ¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)
) Hearing Date(s): March 9 and 10, 2009 at 9:00 a.m. (EST)
) Objection Deadline: February 20, 2009 at 4:00 p.m. (EST)
) Re: Docket No. 19620

NOTICE OF FILING OF PROPOSED CONFIRMATION AND SOLICITATION PROCEDURES FOR FIRST AMENDED JOINT PLAN OF REORGANIZATION

The Debtors hereby file the attached documents which amend the Confirmation Procedures Motion and related exhibits originally filed on September 25, 2008 (Docket No. 19620) and subsequently amended on November 10, 2008 (Docket No. 19990) and November 21, 2009 (Docket No. 20121).² The amended documents address the objections and comments

1 The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace 11, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal 11, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Capitalized terms not defined herein shall have the same meaning as in the Confirmation Procedures Motion.

received from parties in interest to date and conform the Voting Procedures and related solicitation materials to the concurrently filed Plan and Disclosure Statement.

Accordingly, attached hereto are the following:³

- Exhibit A: Confirmation Procedures Order
- Exhibit B: Disclosure Statement Hearing Notice
- Exhibit C: Voting Procedures
- Exhibit D: Forms of Ballots and Master Ballots
- Exhibit E: Form of Notice of Non-Voting Class Status
- Exhibit F: Form of Confirmation Hearing Notice
- Exhibit G: Form of Non-Voting Claim Notice
- Exhibit H: Form of Publication Notice
- Exhibit I: Form of Notice to Counterparties to Executory Contracts and Unexpired Leases
- Exhibit J: Form of Notice of Procedures Relating to Payment of Post-Petition Interest on General Unsecured Claims

PLEASE TAKE NOTICE that the continued hearing on the Confirmation Procedures Motion will be held in conjunction with the Disclosure Statement hearing on **March 9 and 10, 2009 at 9:00 a.m.** before the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge for the District of Delaware, at the United States Bankruptcy Court, Western District of Pennsylvania, 5414 U.S. Steel Tower, 600 Grant Street, Pittsburgh, PA 15219.

PLEASE TAKE FURTHER NOTICE that objections or responses, if any, to the Confirmation Procedures Motion, as amended by the exhibits annexed hereto, must be filed with the Bankruptcy Court by no later than **4:00 p.m. on February 20, 2009**. At the same time,

³ The Debtors are filing under separate certification of counsel blacklines of the exhibits annexed hereto showing changes that have been made since they were last filed with the Court.

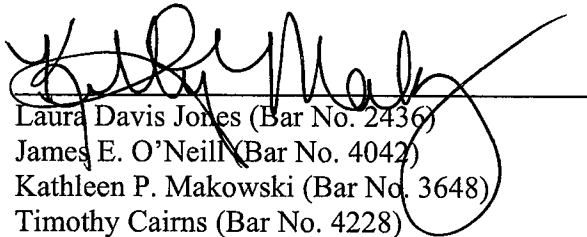
you must serve a copy of the objection or response, if any, upon the following: (i) co-counsel for the Debtors, Craig A. Bruens, Kirkland & Ellis LLP, 153 East 53rd Street, New York, New York 10022 (fax number 212-446-4900), James E. O'Neill, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400) and James J. Restivo, Reed Smith LLP, 435 Sixth Avenue, Pittsburgh, PA 15219 (fax number 412-288-3063); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, NY 10038-4982 (fax 212-806-6006), and Michael R. Lastowski, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246 (fax 302-657-4901); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 (fax 305-374-7593), and Michael B. Joseph, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899 (fax 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Caplin & Drysdale, Chartered, 375 Park Avenue, 35th Floor, New York, NY 10152-3500 (fax 212-644-6755), and Marla Eskin, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, DE 19801 (fax 302-426-9947); (v) counsel to the Official Committee of Equity Holders, Thomas M. Mayer, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022 (fax 212-715-8000), and Teresa K.D. Currier, Buchanan Ingersoll & Rooney, 1000 West Street, Suite 1410, P.O. Box 1397, Wilmington, DE 19899-1397 (fax 302-552-4220); (vi) counsel to the Future Claimants' Representative, Richard H. Wyron, Orrick, Herrington & Sutcliffe LLP, Columbia Center, 1152 15th Street, N.W., Washington, DC 20005 (fax 202-339-8500), and John C. Phillips, Jr., Phillips, Goldman & Spence, P.A., 1200 North

Broom Street, Wilmington, DE 19806 (fax 302-655-4210); (vii) the Office of the United States Trustee, Attn: David Klauder, 844 N. King Street, Wilmington, DE 19801 (fax 302-573-6497); and (viii) counsel to the Property Damage Future Claimants' Representative, Karl Hill, Seitz, Van Ogtrop & Green, P.A., 222 Delaware Avenue, Suite 1500, P.O. Box 68, Wilmington, DE 19899 (fax 302-888-0606) and Alan B. Rich, Law Office of Alan B. Rich, Esq., 1201 Main Street, Suite 1910, LB 201, Dallas, TX 75202 (fax 214-749-0325).

Dated: February 3, 2009
Wilmington, Delaware

Respectfully submitted,

PACHULSKI STANG ZIEHL & JONES LLP

A handwritten signature in black ink, appearing to read 'Laura Davis Jones', is written over a horizontal line. The signature is fluid and cursive.

Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy Cairns (Bar No. 4228)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705
(Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

- and -

KIRKLAND & ELLIS LLP
David M. Bernick, P.C.
Theodore L. Freedman
Janet S. Baer
Craig A. Bruens
Citigroup Center
153 East 53rd Street
New York, NY 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Co-Counsel for the Debtors and Debtors in Possession